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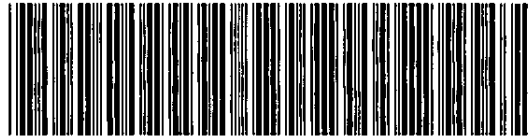
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# **ARTICLES OF INCORPORATION**

## **NONPROFIT CORPORATION**

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### **ARTICLE I NAME**

The name of the corporation shall be: The Diversity Christian Counseling Center, INC.

### **ARTICLE II PRINCIPAL OFFICE**

Principal address: 6872 Snow White Drive  
Jacksonville, Florida 32210

### **ARTICLE III PURPOSE**

The Diversity Christian Counseling Center, Inc. is a non-profit community action agency can provide short term financial aid to low income families; provide case managers will also work with individuals on long term solutions; Offer resources offered including employment assistance, grants for housing or energy bills, credit counseling services and other support. The Diversity Christian Counseling Center, Inc.'s purpose shall be to adhere to its vision, goal and mission. Our mission is to provide excellent, accessible, and comprehensive counseling and social services from a Biblical worldview. Our goal is to assist in helping change the lives of those we come into contact with so they can give back. The Diversity Christian Counseling Center, Inc.'s vision is to see the Homeless, Non-Violent Ex-Offenders, Economically Disadvantaged, Homeless and Youth's lives change through counseling, mentoring, leadership & education, extracurricular activities, referrals and other social services.

The Diversity Christian Counseling Center, Inc. will engage in activities which are necessary, suitable or convenient for the accomplishment of that purpose, or which are incidental thereto or connected therewith which are consistent with Section 501(c)(3) of the Internal Revenue Code. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code. Notwithstanding any other provision of these articles, this corporation will not carry on any other activities not permitted to be carried on by (i) a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law, or (ii) a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 or any other corresponding provision of any future United States Internal Revenue law. The purposes for which this corporation is organized are exclusively charitable, scientific, literary and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law.

### **ARTICLE IV: MANNER OF APPOINTMENT**

The manner in which the directors are appointed and responsibilities:

**Duties:** The Board of Directors has charge of all matters pertaining to the documents of legal organization and incorporation, risk management, and physical and financial affairs of the organization. The Board of Directors is also be responsible for collecting and disbursing funds, keeping adequate records, and making timely reports as required. The Board of Directors appoints committees or individuals to be responsible for all matters pertaining to the maintenance and usage, and subject to the approval of a organization meeting, the acquisition and disposal of all organization's real property. Board members shall be appointed by the Executive Director.

**Qualifications:** The Board of Directors shall consist of the Incorporators.

**Meetings:** The Board meets once every quarter on the second Tuesday of that month. In addition, the Board members are expected to participate in Board retreats, meetings and forums. Board members are encouraged to be active members, volunteers, and/or staff of the organization, participating in community based events and functions throughout the year.

**Terms:** The appointed Board of Directors' positions are staggered to minimize Board turnover. The Executive Director shall appoint or the Board of Directors, in Executive Directors absence, will appoint one director to serve for full Seven-year terms, one person to serve the remainder of a five-year term, and Executive Director will serve for thirty-five years term.

#### **ARTICLE V. QUALIFICATION OF MEMBERS AND MEMBERSHIP**

The corporation will have members. The corporation shall have non-voting membership. Any person can become a member of the organization that shares our belief in Christian and adheres to the rules, laws, policies and doctrines adopted by The Diversity Christian Counseling Center, Inc. The members of the corporation shall consist of any adult who is qualified under the Board of Directors and expresses a desire to help further the purposes for which the corporation was organized, and who displays willingness to regularly contribute time and service in this regard. A mature person who, of noble character and good reputation within the community, is willing to contribute time and money for this purpose may, upon request, shall be admitted to membership by the Board.

#### **ARTICLE VI INITIAL OFFICERS AND/OR DIRECTORS**

The corporation shall have the following directors initially. The number of directors shall be prescribed in the bylaws. The names and addresses of the directors who shall initially serve are as follows:

Brown, Robert Eugene      Executive Director  
6872 Snow White Drive  
Jacksonville, FL 32210

Brown, Rosaline      Director  
6872 Snow White Drive  
Jacksonville, FL 32210

6872 Snow White Drive      Secretary      Robert E. Brown Jr.  
Jacksonville, FL 32210

6872 Snow White Drive      Treasurer      Wendell Foreman  
Jacksonville, FL 32210

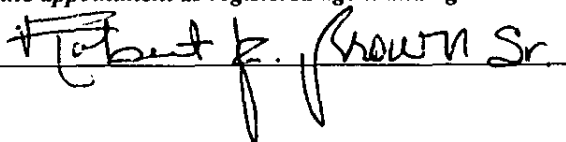
#### **ARTICLE VII REGISTERED AGENT**

The name and Florida Street address of the registered agent is:

Name: Brown, Robert E.  
Address: 6872 Snow White Drive  
Jacksonville, FL 32210

*Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity*

Required Signature of Registered Agent

 Date 7/26/16

#### **ARTICLE VIII INCORPORATOR**

The name and address of the Incorporator(s) is:

Brown, Robert E. Executive Director  
6872 Snow White Drive  
Jacksonville, FL 32210

#### **ARTICLE VIII TERM**

The date of commencement of corporate existence shall be when these articles have been filed with the Department of State and approved by it and the respective filing fee has been paid; the term for which the corporation is to exist shall be perpetual. This corporation is organized and operated exclusively for religious purposes within the meaning of Section 501(c)(3), Internal Revenue Code. In the event of dissolution of the corporation, no part of the corporation's earnings or assets shall inure to the benefit of any of its members; the residual assets of the corporation shall be distributed to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue code of 1986, or corresponding sections of any prior or future law, or to the federal, state or local government for exclusive public purpose.

#### **ARTICLE X. NON PROFIT ORGANIZATION**

No part of the net earnings of the corporation shall ever inure to the benefit of, or be distributable to its members, directors, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in article 2. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on: (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue law or: (b) by a corporation, contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986 or the corresponding provisions of any future United States Internal Revenue laws.

## **ARTICLE XI BYLAWS**

The first Bylaws of the corporation shall be adopted by the Board of Directors and may be amended, altered or rescinded by the Board of Directors in the manner provided by such Bylaws.

## **ARTICLE XII DEBT OBLIGATIONS AND PERSONAL LIABILITY**

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall any of the property of the members, officers or Directors be subject to the payment of the debts or obligations of this corporation.

## **ARTICLE XIII DISSOLUTION**

Upon the time of dissolution of the corporation, assets shall be distributed by the Board of Directors, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the corporation, for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

## **Article XVI Conflicts of Interest**

For purposes of this provision, the term "interest" shall include personal interest, interest as director, officer, member, stockholder, shareholder, partner, manager, trustee or beneficiary of any concern and having an immediate family member who holds such an interest in any concern. The term "concern" shall mean any corporation, association, trust, partnership, limited liability entity, firm, person or other entity other than the organization.

No director or officer of the organization shall be disqualified from holding any office in the organization by reason of any interest in any concern. A director or officer of the organization shall not be disqualified from dealing, either as vendor, purchaser or otherwise, or contracting or entering into any other transaction with the organization or with any entity of which the organization is an affiliate. No transaction of the organization shall be voidable by reason of the fact that any director or officer of the organization has an interest in the concern with which such transaction is entered into, provided:

1. The interest of such officer or director is fully disclosed to the board of directors.
2. Such transaction is duly approved by the board of directors not so interested or connected as being in the best interests of the organization.
3. Payments to the interested officer or director are reasonable and do not exceed fair market value.
4. No interested officer or director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting at which such transaction may be authorized.

The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

## ARTICLE XV AMENDMENTS TO ARTICLES OF INCORPORATION

These Articles of Incorporation may be amended in the manner provided by statute or in the following manner:

Every amendment shall be approved by the Board of Directors, proposed by them and approved at a Board of Director meeting for which due notice of the proposed amendment was given.

*I submit this document and affirm that the facts stated herein are true.*

Robert F. Brown Sr.  
Signature

7/26/16  
Date